

New York State Environmental Facilities Corporation

Meeting of the Governance Committee

Thursday, June 3, 2021

Minutes

(Approved at the June 13, 2022 meeting of the Governance Committee)

A meeting of the Governance Committee was held on June 3, 2021 via video conferencing in accordance with Executive Order No. 202 and extensions of said order. A majority of the Committee members were present as indicated.

Committee Members:

Vita DeMarchi, Chair
Francis T. Corcoran
Charles Kruzansky

The following member of the Board of Directors was also present at the meeting but did not vote on any matters requiring action by the Governance Committee:

Jeffrey Stefanko, Board Chair Designee (Department of Environmental Conservation)

EFC Staff:

Joseph J. Rabito, President and CEO
Maureen A. Coleman, Senior Vice President and General Counsel
Heather Groll, Chief Administrative Officer and Senior Vice President
Margaret Larkin, Chief Operations Officer and Senior Vice President
Audra A. Nowosielski, Director of Public Finance
Thomas E. Baines, Secretary to the Corporation and Senior Policy Advisor
Timothy P. Burns, Director of Engineering and Program Management
Maureen L. McGrath, Deputy Director of Corporate Operations
Albert Schnide, Deputy Controller
Michael Roizman, Assistant Director (IT)
Bernadette Futia, Senior Network Technology Analyst

1. Call to order by the Chair

Ms. DeMarchi serving as Chair, acknowledged a majority of the members was present and called the Governance Committee meeting to order at 11:01 a.m.

2. Approval of the Draft Minutes from the June 4, 2020 Meeting

Upon motion by Mr. Corcoran and seconded by Mr. Kruzansky, the minutes from the June 4, 2020 meeting were unanimously approved.

3. Annual Review of the Governance Documents

a. Governance Committee Charter - Review and Reassessment

The Committee and the Board of Directors received a copy of the Charter for review on May 27, 2021, which contained no proposed changes since it was last approved on June 4, 2020. Upon motion by Mr. Kruzansky and seconded by Mr. Corcoran, the Committee voted unanimously to recommend that the Governance Committee Charter be approved by the full Board on June 3, 2021.

The Committee conducted its annual review of and discussed the following policies and required documents, which have been developed pursuant to the Committee's authority and responsibilities as provided in the Governance Committee Charter, none of which had proposed changes:

- Code of Ethical Conduct
- Fundamental Policies and Procedures
- Qualifications of Appointed Board Members
- Policy on Time and Attendance and Compensation of Executive Staff
- Defense and Indemnification Provision

Upon motion by Mr. Corcoran and seconded by Mr. Kruzansky, the Committee voted unanimously to recommend that the aforementioned policies/documents discussed be approved by the full Board at its Board meeting on June 3, 2021.

- Compiled Results of the Board Performance Evaluation

The Committee discussed the results of the Board Performance Evaluations and efforts to maintain engagement and interest in EFC functions.

- Mission Statement and Performance Measurements

Upon motion by Mr. Kruzansky and seconded by Mr. Corcoran, the Committee voted unanimously to recommend that the revised Performance Goals listed on the Mission Statement be approved by the full Board at its Board meeting on June 3, 2020.

- Performance Measurements Report for the period April 1, 2020 - March 31, 2021)

The Committee received the Performance Measurements Report for its review prior to the meeting and was encouraged by the Chair to review the outstanding work that staff has completed during this period.

There being no further business, upon motion by Mr. Kruzansky and seconded by Mr. Corcoran, the Committee adjourned the meeting at 11:21 a.m.

BY: /s/
Kate Siobhan Howard
SECRETARY TO THE CORPORATION